

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
)
Debtors.)

Objection Deadline: March 8, 2004 at 4:00 p.m.
Hearing Date: June 21, 2004 at 12:00 p.m.

**NOTICE OF ELEVENTH INTERIM QUARTERLY APPLICATION
OF REED SMITH LLP FOR COMPENSATION FOR SERVICES AND
REIMBURSEMENT OF EXPENSES AS SPECIAL ASBESTOS PRODUCTS LIABILITY
DEFENSE COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE INTERIM PERIOD
FROM OCTOBER 1, 2003 THROUGH DECEMBER 31, 2003**

To: (1) Office of the United States Trustee; (2) Debtors; (3) Counsel to the Debtors;
(4) Counsel to the Official Committee of Unsecured Creditors; (5) Counsel to the Official
Committee of Personal Injury Claimants; (6) Counsel to the Official Committee of Asbestos

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Comm., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Property Damage Claimants; (7) Counsel to the Official Committee of Equity Holders; (8) Counsel to the debtor-in-possession lenders (the "DIP Lenders"); (9) Fee Auditor; and (10) All Parties requesting notice pursuant to Federal Rule of Bankruptcy Procedure 2002.

Reed Smith LLP, Special Asbestos Products Liability Defense Counsel to the above-captioned debtors and debtors in possession in the above captioned chapter 11 cases, filed and served the Eleventh Interim Quarterly Application of Reed Smith LLP for Compensation for Services and Reimbursement of Expenses as Special Asbestos Product Liability Defense Counsel to W.R. Grace & Co., *et. al.*, for the Interim Period from October 1, 2003 Through December 31, 2003 and the Summary in connection therewith, seeking compensation in the amount of \$47,094.00 and reimbursement for actual and necessary expenses in the amount of \$5,237.78 (the "Fee Application").

You are required to file with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, an objection to the Fee Application on or before **March 8, 2004 at 4:00 p.m.**

At the same time, you must also serve a copy of the objections or responses, if any, upon the following: (i) Reed Smith, LLP Special Asbestos Products Liability Defense Counsel for the Debtors, James J. Restivo, Jr., Esquire, Reed Smith LLP, 435 Sixth Avenue, Pittsburgh, PA 15219 (Facsimile number 412.288.3063), and Richard A. Keuler, Jr., Esquire, Reed Smith LLP, 1201 Market Street, Suite 1500, Wilmington, DE 19801 (Facsimile number 302.778.7575); (ii) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (Facsimile number 312.861.2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, Suite 1600,

P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (Facsimile number 302.652.4400); (iii) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (Facsimile number 212.806.6006), and Michael R. Lastowski, Esquire, Duane Morris LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (Facsimile number 302.657.4901); (iv) counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami Florida 33131 (Facsimile number 305.374.7593), and Michael B. Joseph, Esquire, Ferry Joseph & Pearce, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (Facsimile number 302.575.1714); (v) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (Facsimile number 212.644.6755), Aileen F. Maguire, Esquire, Campbell & Levine, LLC, 800 King Street, Suite 300, Wilmington, Delaware 19801 (Facsimile number 302-426-9947); (vi) counsel to the DIP Lenders, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (Facsimile number 312.993.9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, Delaware 19899 (Facsimile number 302-658-6395); (vii) Counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer, Levin, Naftalis & Frankel, LLP, 919 Third Avenue, New York, New York 10022 (Facsimile number 212.715.8000); (viii) the Office of the United States Trustee, Attn: Frank J. Perch III, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (Facsimile number 302.573.6497); and (ix) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates, 325 N. St. Paul, Suite 4080 , Dallas, TX 75201.

IF YOU FAIL TO RESPOND OR OBJECT IN ACCORDANCE WITH THIS NOTICE,
THE COURT MAY GRANT THE RELIEF REQUESTED IN THE FEE APPLICATION
WITHOUT FURTHER NOTICE OR HEARING.

Wilmington, Delaware
Dated: February 12, 2004

REED SMITH LLP

By: /s/ Richard A. Keuler, Jr.
Richard A. Keuler, Jr. (No. 4108)
1201 Market Street, Suite 1500
Wilmington, DE 19801
Telephone: (302) 778-7500
Facsimile: (302) 778-7575
E-mail: rkeuler@reedsmith.com

and

James J. Restivo, Jr., Esquire
Lawrence E. Flatley, Esquire
Douglas E. Cameron, Esquire
435 Sixth Avenue
Pittsburgh, PA 15219
Telephone: (412) 288-3131
Facsimile: (412) 288-3063

Special Asbestos Products Liability Defense
Counsel